

MERGER AMENDMENT TO THE
INTERCONNECTION AGREEMENT UNDER
SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT OF 1996

This Merger Amendment to the Interconnection Agreement¹ under Sections 251 and 252 of the Telecommunications Act of 1996 (the "Amendment") is dated as of November 1, 1999 by and between Ameritech Information Industry Services, a division of Ameritech Services, Inc., with its principal offices at 350 North Orleans, Chicago, Illinois 60654, on behalf of and as an agent of Ameritech Wisconsin, ("Ameritech") and NorthPoint Communications, Inc., with its principal offices at 303 Second Street, San Francisco, California 94107 ("**Requesting Carrier**").

WHEREAS, Ameritech and Requesting Carrier are parties to that certain Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 dated as of October 13, 1999 (the "agreement"):

WHEREAS, Ameritech, in the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141 (the "FCC Conditions"), agreed to offer certain advanced services OSS discounts on terms and conditions described in the FCC Conditions: and

WHEREAS, the Parties are entering into this Amendment to incorporate into the Agreement the rates, terms and conditions that reflect the advanced services OSS discounts as described in the FCC Conditions and incorporated by reference into this Amendment.

WHEREAS, Ameritech, in the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141 (the "FCC Conditions"), agreed to offer certain uniform rates for conditioning of xDSL loops on terms and conditions described in the FCC Conditions: and

WHEREAS, the Parties are entering into this Amendment to incorporate into the agreement the rates, terms and conditions that reflect the uniform interim rates for conditioning of xDSL loops as described in the FCC Conditions and incorporated by reference into this Amendment.

WHEREAS, Ameritech, in the Paragraph 32 of Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141 (the "FCC Conditions"), agreed to negotiate with interested CLECs a uniform change management process for implementation in the SBC/Ameritech Service Area; and

WHEREAS, Ameritech further agreed in the FCC Conditions to offer to include in its Interconnection Agreements with CLECs a commitment to follow the uniform change management process agreed upon with interested CLECs in such negotiations.

NOW, THEREFORE, in consideration of the mutual promises contained herein, the Parties agree as follows.

¹

Any amendments that were executed on the underlying Northpoint Communications, Inc. Agreement are incorporated into this 252i/MFN Agreement.

1.0 DEFINED TERMS; DATES OF REFERENCE

1.1 Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Agreement and in the FCC Conditions.

1.2 "Amendment Effective Date" shall mean the date on which this Amendment is filed with the Commission for approval under Section 252(e) of the Act.

1.3 For purposes of calculating the intervals set forth in the FCC Conditions:

(a) the Merger Closing Date is October 8, 1999.

2.0 AMENDMENTS TO THE AGREEMENT

Subject to Section 3.0 below, on and after the Amendment Effective Date, the Agreement is amended as follows:

2.1 Section 9.7 of the Agreement is amended by adding thereto the following new Sections:

9.7.1 OSS Discounts. Beginning thirty (30) days after the Merger Closing Date, Ameritech will, subject to Requesting Carrier's qualification and compliance with the provisions of Paragraph 18 of the FCC Conditions, provide Requesting Carrier access to unbundled 2-Wire ADSL-Compatible Loop(s), 2-Wire HDSL-Compatible Loop(s) and/or 4-Wire HDSL-Compatible Loop(s) described in Schedule 9.2.1 used to provide Advanced Services at the rates and on the terms and conditions set forth in Paragraph 18 of the FCC Conditions for the period specified therein, the rates, terms and conditions of which are incorporated herein by this reference. If Requesting Carrier does not qualify for the OSS discounts set forth in Paragraph 18 of the FCC Conditions, Ameritech's provision and Requesting Carrier's payment for unbundled Local Loops shall continue to be governed by Article IX.

9.7.2 Uniform Interim Rates for Conditioning xDSL Loops. Ameritech will provide Requesting Carrier conditioning of xDSL Loop(s) at the uniform interim rates and on the terms and conditions set forth in Paragraph 21 of the FCC Conditions for the period specified therein, the rates, terms and conditions of which are incorporated herein by this reference.

2.2 Article XIX of the Agreement is amended by adding thereto new Section as follows:

19.17 FCC Conditions Certification. In order to qualify for the OSS Discounts set forth in Section 9.7.1, Requesting Carrier shall deliver to Ameritech and the Commission, initially and on a quarterly basis, a Certificate of Eligibility for OSS Discounts in the form set forth on Schedule 19.1 as specifically required by Paragraph 18 of the FCC Conditions.

2.3 New Schedule 19.1 is hereby added to the Agreement in the form attached hereto as Attachment I .

2.4 Article XXVIII is amended by adding the following new Section thereto:
28.5 Effect of Conditions. In accordance with Paragraph 75 of the FCC Conditions, if any of the FCC Conditions contained in this Agreement and conditions imposed in connection with the merger under Wisconsin law grant similar rights against Ameritech, Requesting Carrier shall not have a right to invoke the relevant terms of these FCC Conditions contained in this Agreement, if Requesting Carrier has invoked substantially related conditions imposed on the merger under Wisconsin law.

2.5 Article XXIX is amended by renumbering Section 29.18 to Section 29.19 and adding the following new Section 29.18.

29.18 Ameritech and Requesting Carrier shall follow the uniform change management process agreed upon with interested CLECs pursuant to Paragraph 32 of the FCC Conditions.

2.6 Schedule 1.2 of the Agreement is amended by adding the following definitions in appropriate alphabetical order:

"Advanced Services" is as defined in Paragraph 2 of the FCC Conditions.
"FCC Conditions" means the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141.

3.0 SUSPENSION OF CONDITIONS

Notwithstanding anything to the contrary in the Agreement or this Amendment, if the Merger Agreement is terminated, or the FCC Conditions are overturned or any of the

provisions of the FCC Conditions that are incorporated herein by reference are amended or modified as a result of any order or finding by a court of competent jurisdiction or other governmental authority, the provisions described in Section 2.0 of this Amendment shall be automatically, without notice, suspended as of the date of such termination or order or finding and shall not apply after the date of such termination or order or finding.

4.0 MISCELLANEOUS

4.1 The Agreement, as amended hereby, shall remain in full force and effect. On and from the Amendment Effective Date, reference to the Agreement in any notices, requests, orders, certificates and other documents shall be deemed to include this Amendment, whether or not reference is made to this Amendment, unless the context shall otherwise specifically noted.

4.2 This Amendment shall be deemed to be a contract made under and governed by the Act and the domestic laws of the State of Wisconsin, without reference to conflict of law provisions.

4.3 This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single agreement.

4.4 This Amendment constitutes the entire Amendment between the Parties and supersedes all previous proposals, both verbal and written.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their duly authorized representatives as of the Amendment Effective Date.

NorthPoint Communications, Inc.

Ameritech Information Industry Services,
a division of Ameritech Services, Inc., on
behalf of and as agent for Ameritech
Wisconsin.

By: _____

Printed: _____

By: _____

Printed: _____

Attachment 1
Schedule 19.1
FORM OF CERTIFICATE OF ELIGIBILITY
FOR OSS DISCOUNTS

[Insert Date]

VIA FACSIMILE AND U.S. MAIL

[Name and Address of Account Manager]

[Name and Address of Service :anager]

Dear

This Certificate of Eligibility for OSS Discounts (the "Eligibility Certificate") is delivered to you pursuant to Section 19.17 of the Interconnection Agreement under Sections 25.1 and 25.2 of the Telecommunications Act of 1996 dated as of October 13, 1999 by and between our companies, as amended to the date hereof (the "Agreement"). Unless otherwise defined herein or the context otherwise requires, terms used herein shall have the meanings provided in the Agreement and the FCC Conditions.

[INCLUDE FOLLOWING CERTIFICATION (INITIAL OR ON A QUARTERLY BASIS)]
As a condition to receipt of the promotional provisions set forth in the Agreement, [REQUESTING CARRIER] hereby certifies to Ameritech that

1. Requesting Carrier intends on using the following requested unbundled Local Loops to provision Advanced Services:

[LIST]

2. The requested unbundled Loops that have obtained the OSS discounts are being used to provision Advanced Services.

In Witness Whereof. [REQUESTING CARRIER] has caused this Eligibility Certificate to be executed and delivered by its duly authorized officer this day of

(REQUESTING CARRIER]

By

Name

Printed

Title